FORM PTO-1618A

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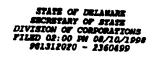
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Reel # Frame # Other Reel # **Conveying Party** Mark if additional names of conveying parties attached **Execution Date** Month Day Year B 1078 Media Corporation Name Chancellor Formerly General Partnership Limited Partnership 💢 Corporation Association Individual Delaware Citizenship/State of Incorporation/Organization **Receiving Party** Mark if additional names of receiving parties attached of the Keystone State rotation Media Name Chancellor DBA/AKA/TA Composed of AVR. Woodall Address (line 1) Address (line 2) 1300 TUSA Dallas Texas Address (line 3) ns al bebrecer ad or to Limited Partnership Individual General Partnership assignment and the receiving party is not domicited in the United States, an ★ Corporation **Association** appointment of a domestic representative should be attached (Designation must be a separate Other document from Assignment) ★ | Citizenship/State of Incorporation/Organization Delaware 12/1 1999 DMGUYER (0000091 1 37199 FOR OFFICE USE ONLY 91 11 118

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	U.S. Department of Commerce		
FORM PTO-1618I3 Page 2	Potent and Trademark Office TRADEMARK		
Domestic Representative Name and Address Ent	er for the first Receiving Party only.		
Name Latham & Watkins			
Address (line 1) 650 Town Center Drive			
Address (line 2) Suite 2000			
Address (Ino 3) Costa Mesa, California 92626-1925			
Address (time 4)			
Correspondent Name and Address Area Code and Telephone Number (714) 540-1235			
Name Latham & Watkins			
Address (ine t) 650 Town Center Drive			
Address (ine 2) Suite 2000			
Address (ine 1) Costa Mesa, California 92626-1925			
Address sine 4 Atta.: Jessamyn Brownell			
Pages Enter the total number of pages of the attached including any attachments.	d conveyance document # 3		
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached			
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).			
Trademark Application Number(s)	Registration Number(s)		
Number of Properties Enter the total number of properties involved.			
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00			
· · · · · · · · · · · · · · · · · · ·	sit Account		
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to be count for the cou	ed to the account.)		
Authorization to char			
Statement and Signature			
To the best of my knowledge and belief, the foregoing information is true and correct and any			
attached copy is a true copy of the original document. Gharges to deposit expount are authorized, es indicated herein.			
Jessamyn Brownell Jovenno	Byone (12/7/99		
Name of Person Signing Sign	ature Date Signed		





CERTIFICATE OF MERGER OF

CHANCELLOR MEDIA CORPORATION OF PHILADELPHIA INTO

CHANCELLOR MEDIA CORPORATION OF THE KEYSTONE STATE

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME

STATE OF INCORPORATION

Chancellor Media Corporation of Philadelphia Chancellor Media Corporation of the Keystone State Delaware Delaware

SECOND: That a Plan and Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is Chancellor Media Corporation of the Keystone State.

POURTH: The Certificate of Incorporation of Chancellor Media Corporation of the Keystone State shall be the Certificate of Incorporation of the surviving corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of

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business of the surviving corporation is 435°E. Les Colines Blvd., Suite 1130, Irving, Texas 75039.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

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Dated:	Augus is	1998
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CHANCELLOR MEDIA CORPORATION OF THE KEYSTONE STATE

Bv:

Andrea Hulcy

Vice President and Assistant Secretary

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RECORDED: 12/07/1999